

PARAMESHWAR G. BHAT

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Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To

Mr. V. Ranganathan
Chairman of the 24th Annual General Meeting
Cerebra Integrated Technologies Limited
Bangalore

Dear Sir

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 24th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the Resolutions proposed in the notice of 24th Annual General Meeting of the Members of the Company held on 18th September, 2018. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolutions proposed in the Notice convening the 24th Annual General Meeting of the Company, based on the Report provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 14th September, 2018 (9.00 A.M. IST) till 17th September, 2018 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.



The Members holding Equity Shares as on the "cut-off date" i.e., 11th September, 2018 were entitled to vote on the Resolutions proposed in the Notice calling the 24th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Polling Papers which were wrongly signed and not matching with the records of Registrar and Transfer Agents have been rejected and treated as invalid.

At the end of the voting period on 17th September, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 18th September, 2018 in the presence of Ms. Muktha R and Mr. Anoop M H, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com and based on such reports,

- a. 35 (folio wise) members have cast their votes through remote e-voting (Number of members here taken on the basis of number of folios).
- b. 19 (folio wise) members have cast their votes through Polling Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are given in Page Nos 3 and 4:



ORDINARY BUSINESS:

Item No.1: Adoption of Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2018:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No of members voted	No. of Votes cast (Shares)	No of members voted	No. of Votes cast (Shares)	No of members voted	No. of Votes cast (Shares)	
Assent	35	22664623	15	166117	50	22830740	100
Dissent	0	0	0	0	0	0	0
Total	35	22664623	15	166117	50	22830740	100
Abstained/ Invalid	0	0	4	800	4	800	NA

Item No. 2: Appointment of Mr. Shridhar S Hegde (holding DIN: 01247342), Whole Time Director and who retires by rotation and being eligible, offers himself for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	30	20076316	15	166117	45	20242433	100
Dissent	0	0	0	0	0	0	0
Total	30	20076316	15	166117	45	20242433	100
Abstained/ Invalid*	5	2588307	4	800	9	2589107	NA



SPECIAL BUSINESS:

Item No. 3: Appointment of Mr. Riyaz Suterwalla (DIN: 07866056) as Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	35	22664623	15	166117	50	22830740	100
Dissent	0	0	0	0	0	0	0
Total	35	22664623	15	166117	50	22830740	100
Abstained/ Invalid	0	0	4	800	4	800	NA

Item No. 4: Alteration of Articles of Association of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	35	22664623	15	166117	50	22830740	100
Dissent	0	0	0	0	0	0	0
Total	35	22664623	15	166117	50	22830740	100
Abstained/ Invalid	0	0	4	800	4	800	NA



*Note: The votes cast by the Director/Promoter for their own appointment/re-appointment were not taken in to consideration and were treated as invalid for the respective resolution.

Based on the foregoing, the Resolution numbers from 01 to 04 may be deemed to have been **passed by requisite majority.**

All the relevant records relating to e-voting and Polling Papers are under my safe custody and being handed over to the Company Secretary of the Company for preserving safely.


Date: 19.09.2018
Place: Bangalore

Witnesses:


1. Muktha R



Thanking You
Yours Sincerely


Parameshwar G. Bhat
Practising Company Secretary
FCS No.: 8860
CP No.: 11004


2. Anoop M H